

NOTICE OF CHANGE IN OWNERSHIP

BY

AMERIVISION COMMUNICATIONS, INC.

RECEIVED
2005 APR 21 PM 12:56
T.R.A. DOCKET ROOM

05-00009

Nonprofit and Affinity Marketing, Inc. hereby provides notice of its purchase of AmeriVision Communications, Inc. through the United States Bankruptcy Court for the Western District of Oklahoma on December 17, 2004 in Case No. 03-23388-NLJ.

As a result of this purchase, AmeriVision Communications, Inc. ("AmeriVision") will become a wholly owned subsidiary of Nonprofit and Affinity Marketing, Inc. ("NAM").

AmeriVision will continue to operate as an interexchange long distance provide within Tennessee.

AmeriVision Communications, Inc. is a company organized under the laws of Oklahoma on March 4, 1991 with its principal office located in Oklahoma City, Oklahoma. AmeriVision was certificated to provide Interexchange Long Distance Services in the State of Tennessee in Docket # 23673.

I. THE COMPANY ACQUIRING AMERIVISION COMMUNICATIONS, INC.

Nonprofit and Affinity Marketing, Inc. is a company organized under the laws of Delaware on March 25, 2004 with its principal offices in Washington, DC. NAM has not filed for certification within Tennessee at anytime. NAM will own 100% of AmeriVision upon completion of the Bankruptcy Court proceedings.

II. THE AGREEMENT

NAM received authorization from the United States Bankruptcy Court for the Western District of Oklahoma on December 17, 2004 in Case No. 03-23388-NLJ to purchase the assets and customer base of AmeriVision. NAM will continue to operate AmeriVision as a wholly owned subsidiary. NAM is not requesting that the certificate for AmeriVision be transferred to NAM. The Company is making this filing to inform the Tennessee Regulatory Authority about the change in ownership. All services offered within Tennessee will be offered and billed by AmeriVision. A copy of the December 17, 2004 order from the Bankruptcy Court is provided as Exhibit I of this document.

III. CUSTOMER IMPACT

Since AmeriVision will still be the provider of record, the change in ownership will be transparent to the Customers of AmeriVision. Therefore, no customer notice will be required. Customers will continue to contact AmeriVision in the same manner as they currently are for new services and customer service/billing issues.

IV. CONTACT INFORMATION

Correspondence concerning this application should be sent to:

Mr. Stephen D. Halliday
President, Secretary and Treasurer
Nonprofit & Affinity Marketing, Inc./AmeriVision Communications, Inc.
1201 Pennsylvania Avenue, NW, Suite 300
Washington, DC 20004
Telephone: (202) 661 - 4761
Facsimile: (202) 661 - 4699

with copies to:

Thomas M. Forte
Consultant to AmeriVision Communications, Inc.
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32790-0200
Telephone: (407) 740 - 8575
Facsimile: (407) 740 - 0613

A complete listing of officers and directors for AmeriVision Communications, Inc. is attached as Exhibit II. A listing of the officers and stockholders of Nonprofit and Affinity Marketing, Inc. is attached as Exhibit III.

VERIFICATION

I, Stephen D. Halliday, hereby declare under penalty of perjury, that I am Chief Executive Officer of AmeriVision Communications, Inc.; that I am authorized to make this verification on behalf of AmeriVision Communications, Inc., that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Stephen D. Halliday, Chief Executive Officer
AmeriVision Communications, Inc.

Sworn to and subscribed before me this _____ day of January, 2005.

Notary Public

My Commission expires:

VERIFICATION

I, Stephen D. Halliday, hereby declare under penalty of perjury, that I am Chief Executive Officer of Nonprofit and Affinity Marketing, Inc.; that I am authorized to make this verification on behalf of Nonprofit and Affinity Marketing, Inc., that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Stephen D. Halliday, President, Secretary and Treasurer
Nonprofit and Affinity Marketing, Inc.

Sworn to and subscribed before me this _____ day of January, 2005.

Notary Public

My Commission expires:

EXHIBIT I

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA
ORDER IN CASE NO. 03-23388-NLJ
December 17, 2004**

EXHIBIT II

AMERIVISION COMMUNICATIONS, INC. OFFICERS AND DIRECTORS

Officers

Robert Cook - President and CEO
Jeff Cato - Vice President Operations
Randy Muth - Chief Financial Officer
Al Jones - Corporate Secretary

Officers and Directors of AmeriVision Communications, Inc. can be contact at
AmeriVision Communications, Inc., One Broadway Executive Park, 201 NW 63rd
Suite 200, Oklahoma City, OK 73112.

EXHIBIT III

**NONPROFIT AND AFFINITY MARKETING, INC.
OFFICERS AND STOCKHOLDERS**

Officers and Directors

Stephen D. Halliday - President, Secretary and Treasurer

Stockholders - -10% or Greater Owner(s)

Stephen D. Halliday

Dalton Lott

T.D. Jakes, Sr.

American Center for Law and Justice

LINC Financial Corporation

Officers and Directors of Nonprofit and Affinity Marketing, Inc. can be contact at Nonprofit & Affinity Marketing, Inc., 1201 Pennsylvania Avenue, NW, Suite 300, Washington, DC 20004.